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**BY HAND DELIVERY**

The Honorable Henry A. Waxman  
Ranking Minority Member, Committee on Government  
Reform  
U.S. House of Representatives  
2167 Rayburn House Office Building  
Washington, D.C. 20515

**RE: Jeffrey Skilling**

Dear Congressman Waxman:

I am in receipt of your letters to my client, Jeffrey Skilling, dated February 25, 2002 and March 1, 2002. In those letters, you requested that Mr. Skilling provide you with written answers to a laundry list of questions pertaining to the Enron Corporation and other related-party transactions involving off-balance sheet partnerships.

At the present time, Mr. Skilling will not be able to answer your numerous questions. As you know, there are currently ten or eleven congressional committees which are examining the collapse of Enron and the many public policy questions surrounding its recent bankruptcy. These congressional inquiries are in addition to a criminal probe by the U.S. Department of Justice and a securities enforcement investigation by the U.S. Securities and Exchange Commission ("SEC"). The multitude of government investigations are supplemented by a host of private lawsuits which have been filed against my client and other former Enron executives.

As Mr. Skilling testified recently before Congress, he expects to devote most of the next five years to answering questions in connection with the many government and private proceedings that are exploring the Enron bankruptcy. I can attest that this effort has recently become an almost full time job for Mr. Skilling. Thus, he necessarily must focus his time and energy on responding to the many requests for information that are currently pending from sanctioned government investigations, including those which are duly authorized inquiries of congressional committees. It is our understanding that the House Committee on Government Reform is not currently investigating the Enron matter. While we appreciate your interest in the

Enron bankruptcy and other public policy issues relating thereto, we are not capable of responding to every request for information and documents that may be submitted by individual Members of Congress. Mr. Skilling simply does not have the time -- and we do not have the legal resources -- to provide answers to the detailed questions of 535 separate Members of Congress as well as numerous congressional committees. Indeed, one of the purposes of the committee structure is to focus the congressional oversight function.

Although we are not able to respond to your inquiries at this time, we would like to note that many of the answers you seek have already been provided by Mr. Skilling in prior testimony. Therefore, we refer you to the transcripts of his testimony to the SEC and the two congressional hearings. As I believe you know, my client has already given sworn testimony on two occasions to the SEC. He has also testified under oath before the House Subcommittee on Oversight and Investigations and the Senate's Committee on Commerce, Science and Transportation. Indeed, unlike many of his former Enron colleagues, Mr. Skilling has answered every question posed to him by the SEC and by Members of Congress. Furthermore, my client has not asserted any of the protections and immunities afforded to him by the United States Constitution.

While we regret not being able to respond to questions at this time, we trust that you will understand the burden imposed on Mr. Skilling by so many overlapping congressional and other investigations.

Very truly yours,

  
K. Lee Blalack II  
for O'MELVENY & MYERS LLP

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